

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON MAY 30, 1996
REGISTRATION NO. 333-

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

ANALOG DEVICES, INC.

(Exact name of issuer as specified in its charter)

Massachusetts

04-2348234

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer Identification No.)

One Technology Way, Norwood, MA

02062-9106

(Address of Principal Executive Offices)

(Zip Code)

AMENDED 1992 INTERNATIONAL EMPLOYEE STOCK PURCHASE PLAN

(Full title of the plan)

Paul P. Brontas, Esq., c/o Hale and Dorr
60 State Street, Boston, Massachusetts 02109

(Name and address of agent for service)

(617) 526-6000

(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share (1)	Maximum Aggregate Offering Price (1)	Amount of Registration Fee (1)
Common Stock, \$.16 2/3 par value	150,000 Shares	\$28.25	\$4,237,500	\$1,461.21

(1) Estimated solely for the purpose of calculating the registration fee in accordance with sections (c) and (h) of Rule 457 of the Securities Act of 1933, as amended, and based on the average of the high and low sale prices of the Common Stock on the New York Stock Exchange on May 24, 1996.

Statement of Incorporation by Reference

This Registration Statement on Form S-8 incorporates by reference the contents of a Registration Statement on Form S-8, File No. 33-46521, such Registration Statement relating to the Registrant's 1992 International Employee Stock Purchase Plan.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Norwood, Commonwealth of Massachusetts, on this 29th day of May, 1996.

ANALOG DEVICES, INC.

By: /s/ Ray Stata

Ray Stata
Chairman of the Board
and Chief Executive Officer

POWER OF ATTORNEY

We, the undersigned officers and directors of Analog Devices, Inc., hereby severally constitute and appoint Ray Stata, Jerald G. Fishman and Joseph E. McDonough, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names, in the capacities indicated below, the Registration Statement filed herewith, and any and all amendments (including post-effective amendments) to said Registration Statement (or any other Registration Statement for the same offering that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act of 1933) and generally to do all such things in our names and behalf in our capacities as officers and directors to enable Analog Devices, Inc. to comply with the Securities Act of 1933, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to any such Registration Statement and any and all amendments thereto.

Witness our hands and common seal on the date set forth below.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
(i) Principal Executive Officers		
/s/ Ray Stata ----- Ray Stata	Chairman of the Board Chief Executive Officer, and Director))) May 29, 1996)))
/s/ Jerald G. Fishman ----- Jerald G. Fishman	President, Chief Operating Officer and Director)))))

EXHIBIT INDEX

Exhibit Number -----	Description -----
4.01	Restated Articles of Organization of the Registrant, as amended (incorporated herein by reference to the Registrant's Form S-8, dated as of the date hereof, whereby the Registrant registered 6,900,000 shares of its Common Stock for issuance under its Amended 1988 Stock Option Plan).
4.02	By-Laws of the Registrant, as amended (incorporated herein by reference to the Registrant's Form 10-K for the fiscal year ended October 31, 1992).
4.03	Rights Agreement, as amended, between the Registrant and The First National Bank of Boston, as Rights Agent (incorporated herein by reference to a Form 8 filed on June 27, 1989 amending the Registration Statement on Form 8-A relating to Common Stock Purchase Rights).
5.01	Opinion of Hale and Dorr.
23.01	Consent of Hale and Dorr (included in Exhibit 5.01).
23.02	Consent of Ernst & Young LLP.
24.01	Powers of Attorney (included on pages 4-5).

HALE AND DORR
Counsellors at Law
60 State Street, Boston, Massachusetts 02109
617-526-6000 FAX 617-526-5000

May 30, 1996

Analog Devices, Inc.
One Technology Way
Norwood, MA 02062-9106

Ladies and Gentlemen:

We have assisted in the preparation of a Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission relating to 150,000 shares of Common Stock, \$.16 2/3 par value per share (the "Shares"), of Analog Devices, Inc., a Massachusetts corporation (the "Company"), issuable under the Company's Amended 1992 International Employee Stock Purchase Plan (the "Plan").

We have examined the Restated Articles of Organization and the By-Laws of the Company, and all amendments thereto, the Registration Statement and originals, or copies certified to our satisfaction of such records of meetings of the directors and stockholders of the Company, and such other documents and instruments as in our judgment are necessary or appropriate to enable us to render the opinions expressed below.

In our examination of the foregoing documents, we have assumed the genuineness of all signatures and the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or photostatic copies, and the authenticity of the originals of such latter documents.

Based upon and subject to the foregoing, we are of the opinion that the Shares covered by the Registration Statement to be issued under the Plan have been duly and validly authorized for issuance, and when issued and paid for in accordance with the terms of the Plan, will be legally issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Securities and Exchange Commission as an exhibit to the Registration Statement.

Very truly yours,

HALE AND DORR

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Amended 1992 International Employee Stock Purchase Plan of Analog Devices, Inc. of our report dated November 28, 1995, except for the fifth paragraph of Note 4 as to which the date is December 18, 1995, with respect to the consolidated financial statements and schedule of Analog Devices, Inc. included in its Annual Report (Form 10-K) for the year ended October 28, 1995.

ERNST & YOUNG LLP

Boston, Massachusetts
May 28, 1996